

Annual Report for: GTE Mobilnet of California Limited Partnership

Year ended December 31, 1994

Schedule 8, Retained Earnings and
Partnership Capital Statements

Line No.	Account No.		Current Year
		<u>Retained Earnings Statement</u>	
1	233	Retained Earnings (at beginning of year)	0
2		Net Income (or loss) for the year	0
3		Prior Period Adjustment (s)	0
4		Miscellaneous Credits	0
5		Total Credits	0
6		Dividends Declared	0
7		Prior Period Adjustment (s)	0
8		Miscellaneous Debits	0
9		Total Debits	0
10		<u>Retained Earnings (at end of year)</u>	0
		<u>Partnership Capital Statement</u>	
11	234	Partnership Capital - (at beginning of year)	195,033,024
12		Net Income (or loss) for the year	57,740,093
13		Prior Period Adjustment (s)	0
14		Partners' Capital Contribution	
15		Miscellaneous Credits	
16		Total Credits	57,740,093
17	234.1	Partners' Drawings	(15,158,689)
18		Prior Period Adjustment (s)	0
19		Miscellaneous Debits	0
20		Total Debits	(15,158,689)
21	234	Total Partnership Capital - (at end of year)	237,614,428

Annual Report for: GTE Mobilnet of California Limited Partnership

Year ended December 31, 1994

SCHEDULE 8A, RECONCILIATION OF PARTNERS' CAPITAL ACCOUNTS							
Line No							Total
1	Name of Partner	GTE Mobilnet	Contel Cellular	Citizen's Utility	PacTel Cellular		
2	Percentage of Ownership Capital:						
3	Beginning of Year	85.8815%	11.2528%	2.8657%	0.0000%		100.0000%
4	End of Year	85.8815%	11.2528%	2.8657%	0.0000%		100.0000%
5	Partner's Capital:						
6	Balance Beginning of Year	167,497,287	21,946,676	5,589,061	0	0	195,033,024
7	Credits:						0
8	Net Income	49,588,058	6,497,377	1,654,658	0	0	57,740,093
9	Capital Contributions During Year	0	0	0	0		
10	Other Credits (Sale of P'ship Interest)	0	0	0	0		0
11	Total Credits	49,588,058	6,497,377	1,654,658	0	0	57,740,093
12	Debits:						
13	Net Losses	0	0	0	0	0	0
14	Capital Distributions During Year	(13,018,510)	(1,705,777)	(434,402)	0		(15,158,689)
15	Other Debits	0	0	0	0		0
16	Total Debits	(13,018,510)	(1,705,777)	(434,402)	0	0	(15,158,689)
17	Balance End of Year	204,066,835	26,738,276	6,809,317	0	0	237,614,428

Annual Report for: GTE Mobilnet of California Limited Partnership

Year ended December 31, 1994

Schedule 9, Analysis of Operating Expenses

For those expense accounts where subaccounts are not maintained for Retail Operations, the method of allocation shall be explained in the footnotes to this schedule.

Line No.	Account No.	Description	Wholesale Operations	Retail Operations	Total
1	610	Cellular Maintenance Expense	11,185,489	0	11,185,489
2	613,615, 616	Depreciation and Amortization Expense	22,517,311	87,954	22,605,265
3	619	Telecommunications - Direct Operating Expense	2,404,370	xxxxxxx	2,404,370
4	621, 623, 625	Customer Accounts and Sales Expense	20,445,804	45,237,320	65,683,124
5	617, 635, 637	Other Operating Expense	6,963,161	186,227	7,149,388
6	627, 631, 633, 639	General And Administrative Expense	23,597,690	2,793,541	26,391,231
7	641	Gain or Loss on Retirement or Sale of Cellular Plant	53,310	0	53,310
8	643	Operating Expense Charged to Constr - Cr.	0	0	0
9		Charges by wholesalers for numbers and other services	xxxxxxx	116,718,405	116,718,405
10		Total Operating Expense	87,167,135	165,023,447	252,190,582

Annual Report for: GTE Mobilnet of California Limited Partnership

Year ended December 31, 1994

Schedule 10, Analysis of Cellular Communication Plant Accounts

Line No.	Account No.	Account Title	Balance at beginning of Year	Additions During Year	Retirements During Year	Transfers and Adjustments	Balance at end of year
1	300	Land	3,127,187	3,342,160			6,469,347
2	302	Buildings	26,337,737	8,061,041			34,398,778
3	304	Leasehold Improvements	6,391,733	3,425,581			9,817,314
4	305	Antennae	1,650,165	2,470,616			4,120,781
5	306	Power Equipment	4,727,183	6,055,535			10,782,718
6	307	Switching Equipment	24,072,645	2,292,690			26,365,335
7	308	Base Site Controller	68,944,234	26,494,684			95,438,918
8	309	Towers	9,515,073	30,992			9,546,065
9	310	Radio Frequency Channel Equipment	23,285,484	0		(81,672)	23,203,812
10	312	Transmission	12,462,034	4,715,809			17,177,843
11	314	Vehicles	7,234	4,099			11,333
12	316	Tools and Work Equipment	1,023,436	457,087			1,480,523
13	318	Office Furniture and Equipment	8,164,792	0		(3,951,288)	4,213,504
		Other	1,664,981	1,396,665			3,061,646
14	122	Cellular Communications Plant in Service	191,373,918	58,746,959	0	(4,032,960)	246,087,917
15	123	Cellular Communications Plant under Construction	31,886,529	2,113,532			34,000,061
16	124	Cellular Communications Property Held for Future Use					
17	125	Cellular Communications Plant Acquisition Adjustment					
18		Total Cellular Communications Plant	223,260,447	60,860,491	0	(4,032,960)	280,087,978

Annual Report for: GTE Mobilnet of California Limited Partnership

Year ended December 31, 1994

SCHEDULE 11, ANALYSIS OF DEFERRED CHARGES AND CREDITS

List hereunder the major items comprising the balance at the end of the year on Line 13, Page 7 and Line 13, Page 8. Show the account titles, the nature of the items, and the amount.

Deferred Charges	Amount	Other Deferred Credits	Amount
		Accrued Other Postretirement Benefits (OPEB)	1,621,511
		Other Deferred Credits	245,802
	0		1,867,313

Annual Report for: GTE Mobilnet of California Limited Partnership

Year ended December 31, 1994

SCHEDULE 12, LONG-TERM DEBT (Account 225)

Show the particulars concerning any indebtedness having a specified term of more than one year
and which was outstanding at any time during the year.

Line No.	Designation of Debt (a)	Date of Maturity (b)	Date of Obligation (c)	Regulatory Authorization No. (d)	Interest Rate (e)	Original Amount of Debt (f)	Unpaid Balance At end of Year (g)	Interest During Year (h)
1	None							
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								

Annual Report for: GTE Mobilnet of California Limited Partnership

Year ended December 31, 1994

SCHEDULE 13, CAPITAL STOCKS AND DIVIDENDS

Show the particulars called for concerning the several classes and issues of capital stocks of the respondents as of the end of the year. Indicate, in Column (d) whether issue is par or no par stock.

Line No.	Class of Stock	Date of Issue	Number of Shares Authorized By Articles of Incorporation	Stock Outstanding			Dividends Declared during Year	
				Par or Stated Value	No. of Shares	Amount \$	Rate	Amount
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
1	None							
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14							xxxx	

Annual Report for: GTE Mobilnet of California Limited Partnership

Year ended December 31, 1994

SCHEDULE 14 VERIFICATION

Before signing, please check to see that all schedules have been completed
(See General Instructions No. 4)

I, the undersigned Ronald R. Grawert

(Officer, Partner or Owner)

of GTE Mobilnet of California Limited Partnership

Name of Utility

under penalty of perjury do declare that this report has been prepared by me;
or under my direction, from the books, papers and records of the respondent;
that I have carefully examined the same, and declare the same to be a
complete and correct statement of the business and affairs of the above-named
respondent and the operations of its property for the period from and including
January 1, 1994, to and including December 31, 1994.

Signed

Ronald R. Grawert

Title

President

Date

3/22/953/22/95

Sue M. Trappell
Notary Public

Notary Public, Cobb County, Georgia
My Commission Expires May 16, 1995

Annual Report for: GTE Mobilnet of California Limited Partnership

Year ended December 31, 1994

Schedule 1, Question 6

GTE Mobilnet Incorporated is a wholly-owned subsidiary of GTE Corporation, a publically held New York Corporation. GTE Mobilnet Incorporated is a general and limited partner of GTE Mobilnet of California Limited Partnership, a regulated public utility.

Contel Cellular Inc., a limited partner of GTE Mobilnet of California Limited Partnership, is a 90% owned subsidiary of GTE Corporation, a publicly held New York corporation.

Centennial Cellular Telephone Company of San Francisco, also a limited partner, is a regulated public utility, and a publically held company whos parent is Century Communications Corporation.

Annual Report for: GTE Mobilnet of California Limited Partnership

Year ended December 31, 1994

The following lists the Directors and Officers of GTE Mobilnet Incorporated,
the general partner of GTE Mobilnet of California Limited Partnership.

<u>Name</u>	<u>Title(s)</u>	<u>Address</u>
<u>Directors</u>		
Bruce Carswell	Director	One Stamford Forum Stamford, CT 06904
Marianne Drost	Secretary Director	One Stamford Forum Stamford, CT 06904
Ronald R. Grawert	President Director	245 Perimeter Center Pkwy. Atlanta, GA 30346
J. Michael Kelly	Director	One Stamford Forum Stamford, CT 06904
<u>Officers</u>		
Ronald R. Grawert	President	245 Perimeter Center Pkwy. Atlanta, GA 30346
M. Keith VanDuzer	V.P. Human Resources & Administration	245 Perimeter Center Pkwy. Atlanta, GA 30346
Martin C. Hoppe	V.P. - Finance & Business Planning	245 Perimeter Center Pkwy. Atlanta, GA 30346
John P. Z. Kent	V.P. - Taxes	One Stamford Forum Stamford, CT 06904
Gary E. Fleming	V.P./General Manager Midwest Region	6060 Rockside Woods Blvd. Independence, OH 44131
James A. LaBelle	V.P./General Manager Florida Region	600 North Westshore Blvd, Suite 900 Tampa, FL 33609
Jon E. Slater	V.P./General Manager Texas Region	100 Glenborough, Suite 800 Houston, TX 77067
Karen A. Puckett	V.P./General Manager Southeast & Pacific Region	1100 Perimeter Park Dr., Suite 101 Morrisville, NC 27560
Ben Karhnoff	V.P./General Manager California	4410 Rosewood Dr. Pleasanton, California 94588

Kurt May	Area V.P. Northwest	15575 SW Sequoia Parkway, Suite 150 Portland, Oregon 97224
Anita Seyer	Area V.P. Hawaii	733 Bishop Street, 19th floor, Suite 190 Honolulu, Hawaii 96812
Stuart D. Heffernan	Vice Persident - Network Operations	245 Perimeter Center Pkwy. Atlanta, GA 30346
Monica Chubbs	Vice Persident - Marketing	245 Perimeter Center Pkwy. Atlanta, GA 30346
Vacant	Controller	245 Perimeter Center Pkwy. Atlanta, GA 30346
Marianne Drost	Secretary	One Stamford Forum Stamford, CT 06904
James Murphy	Treasurer	One Stamford Forum Stamford, CT 06904
Jan L. Deur	Ass't Treasurer	One Stamford Forum Stamford, CT 06904
Philip L. Forbes	Ass't Secretary	245 Perimeter Center Pkwy. Atlanta, GA 30346
Janet K. Brzoska	Ass't Secretary	One Stamford Forum Stamford, CT 06904
H.C. Graves	Ass't Secretary	245 Perimeter Center Pkwy. Atlanta, GA 30346

CELLULAR COMMUNICATIONS LICENSEES
(RESELLERS)

ANNUAL REPORT

OF

GTE Mobilnet of California, Inc.

Exact Legal Name of Reporting Licensee

4410 Rosewood Drive 3rd Floor

Pleasanton, CA 94588

(Address of Licensee)

TO THE

PUBLIC UTILITIES COMMISSION

STATE OF CALIFORNIA

FOR THE

YEAR ENDED December 31, 1994

Name, title, address and telephone number (including area code) of the
person to be contacted concerning this report:

Schelly Jensen

4410 Rosewood Drive, 3rd Floor

Pleasanton, CA 94588

(510) 416-3747

SCHEDULE 1, GENERAL INFORMATION

1. Name and title of officer having custody of the general books of account and address of the office where such books are kept.

Ronald R. Grawert
245 Perimeter Center Parkway
Atlanta, GA 30346

2. Type of organization of the licensee (corporation, partnership, proprietor, etc.)

Corporation

3. General description of territory served by the licensee.

Los Angeles, San Diego, and San Francisco

4. Date when cellular communications operations were begun.

April 9, 1985

5. If incorporated specify:
- (a) Date of filing articles of incorporation with Secretary of State: October 8, 1982
Amended November 30, 1984
 - (b) State in which incorporated: Delaware
 - (c) Commission Decision Number granting Operating Authority: 84-04-008
Date: April 3, 1985

6. List all affiliated companies and their relationship to the licensee. If licensee is a partnership, provide this information for each partner. Use separate page, if needed.

GTE Corporation - parent

Publicly Held Corporation

State whether the affiliate is a:

- (a) regulated utility
- (b) publicly held corporation

SCHEDULE 5, SIGNIFICANT CHANGES DURING THE YEAR

Give particulars of:

1. Issuances of capital stock or long-term debt (including dates, amounts, regulatory authorization and proceeds.)

Credit Card Phone was sold to Quickcall Corporation on June 9th, 1994.

2. Changes in franchise rights

Credit Card Phone was sold to Quickcall Corporation on June 9th, 1994.

3. Significant changes in plant

Credit Card Phone was sold to Quickcall Corporation on June 9th, 1994.

4. Changes in ownership or control

Credit Card Phone was sold to Quickcall Corporation on June 9th, 1994.

5. Other significant changes. Include rate changes.

Credit Card Phone was sold to Quickcall Corporation on June 9th, 1994.

SCHEDULE 6. COMPARATIVE BALANCE SHEET

Line No.	Account No.		Balance at end of year
		<u>Assets and Other Debits</u>	
		<u>Current Assets</u>	
1	100	Cash	0
2	101.1&.3	Accounts receivable	3,288
3	102.1&.2	Allowance for Uncollectible Accounts	0
4	103	Income Taxes Receivable	0
5	104.1&.2	Notes Receivable - Total	0
6	105	Prepayments - Total	0
7	106.1&.3	Materials and Supplies	0
8	107	Interest and Dividends Receivable	0
9	108.1&.3	Other Current Assets	0
10	109.1&.2	Accumulated Deferred Income Taxes - Current - Cellular Communications Operations	0
11		Current Assets - Non-Cellular Operations (Include Accounts 101.2, 106.2, 108.2, 109.3 and 109.4)	0
12		Total Current Assets	3,288
		<u>Deferred Charges</u>	
13	110	Deferred Charges (Schedule 11)	0
14	111	Unamortized Debt Expense	0
15	112	Intangible Assets	0
16	113.1&.2	Accumulated Deferred Income Taxes - Non-Current Cellular Communications Operations	0
17		Deferred Charges - Non-Cellular Operations (Include Accounts 113.3 and 113.4)	0
18		Total Deferred Charges	0
		<u>Long Term Assets</u>	
		<u>Cellular Investment and Other Long-Term Assets</u>	
19	120.1&.3	Other Long Term Assets	0
20	121.1&.2	Investments - Total	0
21		Total Cellular Investments and Other Long-Term Assets	0
		<u>Cellular Communications Plant</u>	
22	122, 123, 124, 125	Total Gross Cellular Communications Plant (Schedule 10)	0
23	126 & 127	Accumulated Depreciation & Amortization of Cellular Communications Plant	0
24		Total Net Cellular Communications Plant	0
25		Long-Term Assets - Non-Cellular Operations (Include Accounts 120.2, 121.2, 130 and 131)	0
26		Total Long-Term Assets	0
27		Total Assets and Other Debits	3,288

SCHEDULE 6, COMPARATIVE BALANCE SHEET

Line No.	Account No.		Balance at end of year
		Liabilities and Equity	
		Current Liabilities	
1	200.1&.3	Notes Payable - Total	0
2	201.1&.2	Accounts Payable	272
3	202.1&.2	Accrued Liabilities - Total	0
4	203	Advance Billing and Payment	0
5	204	Taxes Accrued	(1,727)
6	205	Interest Accrued	0
7	206.1&.3	Other Current Liabilities	0
8	207	Current Maturities of Long-Term Debt	0
9	211.1&.2	Accumulated Deferred Income Taxes - Current - Cellular Communications Operations	0
10	214	Customer Deposits	0
11		Current Liabilities - Non-Cellular Operations (Include Accounts 206.2, 211.3 and 211.4)	0
12		Total Current Liabilities	(1,455)
		Deferred Credits	
13	216	Other Deferred Credits (Schedule 11)	90,696
14	219.1&.2	Unamortized Deferred Investment Tax Credits - Cellular Communications Operations	0
15	220.1&.2	Accumulated Deferred Income Taxes - Non-Current - Cellular Communications Operations	0
16		Deferred Credits - Non-Cellular Operations (Include Accounts 219.3, 219.4, 220.3 and 220.4)	0
17		Total Deferred Credits	90,696
		Long-Term Liabilities	
18	221	Obligations on Capital Leases	0
19	223	Advances from Affiliated Companies	1,451,481
20	224	Unamortized Premium and Discount on Long-Term Debt	0
21	225	Long-Term Debt (Schedule 13)	0
22		Total Long-Term Liabilities	1,451,481
		Equity	
23	230	Common Stock (Schedule 13)	0
24	231	Preferred Stock (Schedule 13)	0
25	232	Other Paid-In Capital	0
26	233	Retained Earnings	(1,537,434)
27	234	Proprietary Capital - Proprietorship and Partnership (Schedule 8)	0
28		Total Equity	(1,537,434)
29		Total Liabilities and Equity	3,288

Annual Report for:

GTE Mobilnet of California, Inc.

Year ended December 31, 1994

SCHEDULE 11, ANALYSIS OF DEFERRED CHARGES AND CREDITS

List hereunder the major items comprising the balance at the end of the year on Line 13, Page 7 and Line 13, Page 8. Show the account titles, the nature of the items, and the amount.

Deferred Charge	Amount	Other Deferred Credits	Amount
None	0	Deferred Interest	90,696
	0		90,696

Annual Report for: **GTE Mobilnet of California, Inc.** Year ended December 31, 1994

SCHEDULE 7, INCOME STATEMENT

Line No.	Account No.	Income Statement Wholesale Cellular, Retail Cellular and Non-Cellular Operations	Current Year
		<u>Wholesale Cellular Communications Operating Income</u>	
1	400	Operating Revenues - Wholesale	0
2	401	Operating Expenses - Wholesale	0
3		Operating Income Before Income Taxes - Wholesale	0
4	402	Operating Income Taxes - Wholesale	0
5	403	Operating Income Taxes Deferred - Wholesale	0
6	405	Investment Tax Credits - Wholesale	0
7		Net Operating Income - Wholesale	0
		<u>Retail Cellular Communications Operating Income</u>	
8	400	Operating Revenues - Retail	3,952,222
9	401	Operating Expenses - Retail	5,489,656
10		Operating Income Before Income Taxes - Retail	(1,537,434)
11	402	Operating Income Taxes - Retail	0
12	403	Operating Income Taxes Deferred - Retail	0
13	405	Investment Tax Credits - Retail	0
14		Total Net Income	(1,537,434)

SCHEDULE 14 VERIFICATION

Before signing, please check to see that all schedules have been completed

I, the undersigned Ronald R. Grawert
(Officer, Partner or Owner)

of GTE Mobilnet of California, Inc.

Name of Utility

under penalty of perjury do declare that this report has been prepared by me;
or under my direction, from the books, papers and records of the respondent;
that I have carefully examined the same, and declare the same to be a
complete and correct statement of the business and affairs of the above-named
respondent and the operations of its property for the period from and including
January 1, 1994, to and including December 31, 1994.

Signed Ronald R. Grawert

Title President

Date 3/22/95

3/22/95

Sue M. Grapnell
Notary Public

Notary Public, Cobb County, Georgia
My Commission Expires May 16, 1995

CELLULAR COMMUNICATIONS LICENSEES
(WHOLESALERS)

ANNUAL REPORT

OF

GTE Mobilnet of Santa Barbara Limited Partnership

Exact Legal Name of Reporting Licensee

245 Perimeter Center Parkway

Atlanta, GA 30346

(Address of Licensee)

TO THE

PUBLIC UTILITIES COMMISSION

STATE OF CALIFORNIA

FOR THE

YEAR ENDED December 31, 1994

Name, title, address and telephone number (including area code) of the
person to be contacted concerning this report:

Ronald R. Grawert

245 Perimeter Center Parkway

Atlanta, GA 30346

(404) 391-8497

TABLE OF CONTENTS

Schedules which are not applicable to the licensee shall be indicated in Column (d) by inserting the symbol "N" opposite each such schedule.

Line No.	Schedule No. (a)	Title of Schedule (b)	Page No. (c)	(d)
		<u>GENERAL INFORMATION</u>		
1		General Instructions		
2	1	General Information	1	
3	2	Directors or Proprietors	2	
4	3	Principal Officers	3	
5	4	Voting Powers and Controls	4	
6	5	Significant Changes During the Year	5	
		<u>FINANCIAL AND ACCOUNTING DATA</u>		
7		Instructions to Comparative Balance Sheet	6	
8	6	Comparative Balance Sheet	7-8	
9		Instructions for Income and Retained Earnings or Proprietary Capital Statements	9	
10	7	Income Statements	10-11	
11	8	Retained Earnings & Partnership Capital Statements	12	
12	8a	Reconciliation of Partners' Capital	13	
13	9	Analysis of Operating Expenses	14	
14	10	Analysis of Cellular Communication Plant Acct.	15	
15	11	Analysis of Deferred Charges and Credits	16	
16	12	Long-Term Debt (Account 225)	17	
17	13	Capital Stock and Dividends	18	
		<u>MISCELLANEOUS</u>		
18	14	Verifications	19	

GENERAL INSTRUCTIONS

1. The word licensee in the following inquiries means the corporation, company association, partnership or person in whose behalf the report is made.
2. One completed copy of this report (two copies if three were received) must be filed NOT LATER THAN MARCH 31, following the year covered by the report, with:

CALIFORNIA PUBLIC UTILITIES COMMISSION
STATE BUILDING, CIVIC CENTER
SAN FRANCISCO, CALIFORNIA 94102

3. Failure to file this report on time will subject a public utility to the penalties and sanctions provided by the Public Utility Code.
4. The Oath, on the last page, must be signed by an officer, partner or owner, not by a public accountant.
5. The report must be prepared in ink or by the use of a typewriter.
6. Every schedule must be filled in, and every question answered. LEAVE NO SCHEDULE BLANK. Insert the words "none" or "not applicable (n/a)" when appropriate.
7. Certain balance sheet and income statement accounts refer to supplemental schedules. The totals of the details in the latter must agree with the balances of the accounts to which they refer.
8. Some schedules provide for a "balance at beginning of year". The amount shown should agree with the "balance at end of year" as shown in the report for the previous year. If there is a difference it should be explained by a footnote.
9. Items of a reverse or contrary character shall be enclosed in parenthesis.
10. Throughout the report, money items shall be shown in units of dollars.
11. When there is insufficient space in a schedule to permit a complete statement of the requested information, insert sheets should be prepared and identified by the number of the schedule to which it refers. Be certain that the inserts are securely attached to the report.
12. This report must cover a calendar year, from January 1 through December 31. Fiscal year reports will not be accepted.

SCHEDULE 1, GENERAL INFORMATION

1. Name and title of officer having custody of the general books of account and address of the office where such books are kept.

Ronald R. Grawert
245 Perimeter Center Parkway
Atlanta, GA 30346

2. Type of organization of the licensee (corporation, partnership, proprietor, etc.)

Partnership

3. General description of territory served by the licensee.

Santa Barbara County area

4. Date when cellular communications operations were begun.

November 29, 1987

5. If incorporated specify: (a) Date of filing articles of incorporation with Secretary of State: N/A

(b) State in which incorporated: N/A

(c) Commission Decision Number granting Operating Authority CL-8823 Date: 11/5/87

6. List all affiliated companies and their relationship to the licensee. If licensee is a partnership, provide this information for each partner. Use separate page, if needed.

See Appendix A

State whether the affiliate is a:

- (a) regulated utility
(b) publicly help corporation

Annual Report for: GTE Mobilnet of Santa Barbara Limited Partnership

Year ended December 31, 1994

SCHEDULE 2

DIRECTORS, PROPRIETORS, PARTNERS

Line No.	Name of director or proprietor (for partnerships identify each partner, identify which are general or limited partners, and show each partner's percent of interest in the licensee.) (a)	Office Address (including Street and No.) (b)	Term began (c)	Term expires (d)
1	<u>General Partner</u>			
2	GTE Mobilnet Inc.	245 Perimeter Center Pkwy	N/A	N/A
3	40% Ownership	Atlanta, GA 30346		
4				
5	<u>Limited Partners</u>			
6	GTE Mobilnet Inc.	245 Perimeter Center Pkwy	N/A	N/A
7	11% Ownership	Atlanta, GA 30346		
8				
9	Contel Cellular Inc.	245 Perimeter Center Pkwy	N/A	N/A
10	39% Ownership	Atlanta, GA 30346		
11				
12	PacTel Cellular	2355 Main Street	N/A	N/A
13	10% Ownership	P.O. Box 19707		
14		Irvine, CA 92714		

SCHEDULE 3

PRINCIPAL OFFICERS

(For corporations, show the date requested; for other forms of business organizations, show names of individuals holding comparable positions.)

Line No.	Title of office (a)	Name of person holding Office at end of year (b)	Address (c)
1	President	See Appendix B	
2	Vice-President		
3	Secretary		
4	Treasurer		
5	Controller (if officer)		

Annual Report for: GTE Mobilnet of Santa Barbara Limited Partnership

Year ended December 31, 1994

SCHEDULE 4, VOTING POWERS AND CONTROLS

1. Name each of the stockholders at the end of the year who held five percent or more of the voting capital stock of the licensee.
2. State the total number of stockholders at the end of the year holding (a) common stock N/A and (b) preferred stock N/A .

Line No.	Name (a)	Address (b)	Number of shares held	
			Common (c)	Preferred (d)
1	Not Applicable			
2				
3				
4				
5				
6				
7				
8				
9				
10				